



Material Event Disclosure April 22, 2026

Board of Directors Resolution on Capital Increase Through Private Placement

Pursuant to the resolution of the board of directors of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. (the "Company") dated 22.04.2026, it has been unanimously resolved by the affirmative votes of attendees that within the framework of the Company's long-term strategy and vision, in order to fund its organic growth and continued expansion of its current business:

- 1) Provided that it remains within the registered capital ceiling of TL 400,000,000, the Company's issued capital of TL 322,600,000, consisting of shares each with a nominal value of TL 1, shall be increased by an amount corresponding to the total nominal capital to be calculated based on the share sale price to be determined in accordance with the Procedure for Wholesale Purchase and Sale Transactions of Borsa İstanbul A.Ş., so that the total sale proceeds amount to TL 6,267,340,000, in cash, in full and free from any collusion, with the pre-emptive rights of existing shareholders being completely restricted.
- 2) All of the shares representing the increased capital shall be sold to Gülermak Turizm İşletme Yatırım A.Ş. and Gülermak Emlak Yapı İnşaat Yatırım A.Ş. which are existing shareholders, through the private placement method without a public offering, in the equity market of Borsa İstanbul A.Ş. in accordance with the procedures for wholesale transactions in consideration for the capital advance in the amount of TL 6,267,340,000 to be paid in full and in cash to the Company by Gülermak Turizm İşletme Yatırım A.Ş. and Gülermak Emlak Yapı İnşaat Yatırım A.Ş., and an application shall be submitted to the Capital Markets Board of Türkiye ("CMB") for the approval of the issuance certificate to be prepared for this purpose.
- 3) The group B shares to be issued due to this capital increase, corresponding to the nominal capital amount of the fund that will equal total sale proceeds of TL 6,267,340,000, shall be in non-privileged.
- 4) The sale price of each share with a nominal value of TL 1 shall be determined in accordance with the principles set out in the Procedure for Wholesale Purchase and Sale Transactions of Borsa İstanbul A.Ş., provided that such price is not lower than the base price specified therein.
- 5) All necessary actions shall be carried out, including the registration and announcement of the resolution and the board of directors' report prepared pursuant to Article 461 of the Turkish Commercial Code No. 6102 annexed thereto by the Ankara Trade Registry Directorate, and their disclosure on the Public Disclosure Platform.
- 6) In order to carry out the capital increase transactions, obtain the necessary approvals, perform the related transactions and complete all application processes, the Company's management shall be authorized and instructed to make all required applications and notifications to all relevant authorities and institutions, including but not limited to the CMB, Central Securities Depository Türkiye, Borsa İstanbul A.Ş., İstanbul Takas ve

Saklama Bankası A.Ş., the Ministry of Trade of the Republic of Türkiye General Directorate of Domestic Trade, Ankara Trade Registry Directorate within the framework of the provisions of the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and the relevant secondary legislation.

In addition, pursuant to the board of directors resolutions of Gülermak Turizm İşletme Yatırım A.Ş. and Gülermak Emlak Yapı İnşaat Yatırım A.Ş. dated 22.04.2026, following the completion of the settlement of the accelerated bookbuilding transaction disclosed in the Company's material event disclosures dated 20 April 2026 and 21 April 2026, an amount of TL 6,267,340,000, corresponding to approximately two-thirds of the total sale proceeds to be jointly generated by Gülermak Turizm İşletme Yatırım A.Ş. and Gülermak Emlak Yapı İnşaat Yatırım A.Ş., will be transferred to the Company as a capital advance.

This statement has been translated into English for informational purposes. In case of any discrepancy between the Turkish and English versions of this disclosure, the Turkish version shall prevail.

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About Gülermak

Established in Ankara in 1958, Gülermak has to date delivered nearly 400 kilometers of tunnels, 120 underground metro stations, approximately 1,600 kilometers of railway and high-speed rail (HSR) lines worldwide. The company has also been involved in the use and operation of almost 60 tunnel boring machines. Leveraging its extensive expertise in turnkey and EPC (Engineering, Procurement, and Construction) models for metro and rail systems, the Company has successfully completed and delivered more than 100 projects mainly in Türkiye, Poland, Sweden, the UAE, India, and other international markets. Since January 17, 2025, Gülermak's shares have been traded on Borsa İstanbul's Star Market under the ticker GLRMK. Further information about Gülermak is available at www.gulermak.com.tr.

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